

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.

SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 26156 FILED

JAN 26 '06

3-22 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

January 26, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 8, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: Cargill, Incorporated  
15615 McGinty Road West  
Wayzata, Minnesota 55391

Mr. Vernon A. Williams  
January 26, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

22 covered hopper cars within the series AEX 5106 - AEX 7606 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

JAN 26 '06

3-22 PM

## SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE****WITNESSETH**

This Memorandum of Lease is entered into as of the 8<sup>th</sup> day of November, 2005, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Cargill, Inc., a Delaware corporation, having its principal place of business at P.O. Box 9300, ME-78, Minneapolis, Minnesota 55440-9300 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #199503-CAR dated as of June 19, 1995 (the "Master Lease"), and Deal #R00860 dated as of November 8, 2005 (the "Schedule"), whereby Lessor leases to Lessee twenty-two (22) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars").
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

***[Signature Pages to Follow]***

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

CARGILL, INC.

By:

Printed

Name:

Peter J. Cleary

Title:

Corporate Rail Fleet Manager

Date:

11/8/05

STATE OF

Minnesota

COUNTY OF

Hennepin SS:

The foregoing instrument was acknowledged before me this 8 day of Nov, 2005, by Peter Cleary, the Rail Fleet Mgr of Cargill, Inc., a Delaware corporation, on behalf of the corporation.

Joanne Shafer  
Notary Public

(Remainder of Page Intentionally Blank)



LESSOR:

THE ANDERSONS, INC.

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

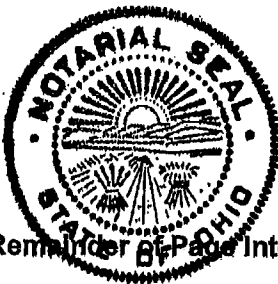
Title: President, Rail Group

Date: 12/17/05

STATE OF OHIO )

COUNTY OF LUCAS ) SS:

The foregoing instrument was acknowledged before me this 17th day of December, 2005, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



(Remainder of Page Intentionally Blank)

Julie A. Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 08-20-2010

EXHIBIT "A"	
Twenty-Two (22) Covered Hoppers Deal #R00860	
1	AEX 005106
2	AEX 006054
3	AEX 007534
4	AEX 007535
5	AEX 007537
6	AEX 007538
7	AEX 007540
8	AEX 007543
9	AEX 007545
10	AEX 007558
11	AEX 007562
12	AEX 007565
13	AEX 007566
14	AEX 007571
15	AEX 007572
16	AEX 007576
17	AEX 007577
18	AEX 007594
19	AEX 007598
20	AEX 007601
21	AEX 007604
22	AEX 007606

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/26/06



\_\_\_\_\_  
Robert W. Alvord